



PUBLIC NOTICE

Federal Communications Commission
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**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
ASTOUND BROADBAND, LLC, SUBSIDIARY OF WAVEDIVISION HOLDINGS, LLC,
TO OH WDH HOLDCO, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 12-158

Comments Due: July 23, 2012

Reply Comments Due: July 30, 2012

On June 18, 2012, WaveDivision Holdings, LLC (Wave Parent) and OH WDH Holdco, LLC (Oak Hill Holdco) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ requesting approval for the transfer of control of Wave Parent's wholly-owned subsidiary, Astound Broadband, LLC (Astound), to Oak Hill Holdco.

Wave Parent, a Delaware limited liability company, provides cable TV, broadband Internet access, and Voice over Internet Protocol services through its operating subsidiaries to residential and commercial customers. Its subsidiary, Astound, a Washington limited liability company, provides competitive local exchange, long distance, and wholesale telecommunications services to residential and commercial customers in California, Oregon, and Washington, and has applied for authority to provide these services in Maryland.

Oak Hill Holdco, a Delaware limited liability company, does not provide telecommunications or cable television services. Applicants state that Oak Hill Holdco was formed for the purpose of acquiring Wave Parent. Upon closing of the proposed transaction, Oak Hill Holdco will be held by four affiliates of Oak Hill Capital Partners (collectively, 68.75 percent ownership); WaveDivision Capital, LLC (12.5 percent ownership); and GI Wave Holdings, LLC (18.75 percent ownership). Specifically, Applicants state that the following entities will directly own or control Oak Hill Holdco: Oak Hill Capital Management Partners III, L.P., Cayman Islands citizenship (2.15 percent); Oak Hill Capital Partners III, L.P., Cayman Islands citizenship (51.4 percent); Oak Hill Capital Partners III (AIV I), L.P., Cayman Island citizenship (13.2 percent); Oak Hill Capital Partners III (AIV II), L.P., Cayman Islands citizenship

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international, wireless, and cable television relay services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their domestic section 214 application on July 5, 2012. Letter from K.C. Halm to Marlene H. Dortch, Secretary, FCC, WC Docket No. 12-158 (filed July 5, 2012) (Supplement).

(2 percent); WaveDivision Capital, LLC, U.S. citizenship (12.5 percent);² GI Wave Holdings, LLC, U.S. citizenship (18.75 percent).³ OHCP MGP III, Ltd., Cayman Islands citizenship, is the 100 percent manager of Oak Hill Capital Partners III (AIV I), L.P., Oak Hill Capital Partners III, L.P., Oak Hill Capital Management Partners III, L.P., and Oak Hill Capital Partners III (AIV II), L.P. The following are voting members of OHCP MGP III, Ltd.: The J. Taylor Crandall Revocable Trust, U.S. citizenship (16.66 percent voting member of OHCP MGP III, Ltd.);⁴ John Fant, U.S. citizen (16.66 percent voting member of OHCP MGP III, Ltd.); Steven B. Gruber, U.S. citizenship (16.66 percent voting member of OHCP MGP III, Ltd.); Kevin G. Levy, U.S. citizenship (16.66 percent voting member of OHCP MGP III, Ltd.); Denis J. Nayden, U.S. citizenship (16.66 percent voting member of OHCP MGP III, Ltd.); Ray Pinson, U.S. citizenship (16.66 percent voting member of OHCP MGP III, Ltd.).⁵ Applicants further state that none of these funds owns or operates any providers of telecommunications or cable television services.

Pursuant to the terms of the proposed transaction, Wave Parent will become a wholly-owned subsidiary of Oak Hill Holdco, and Oak Hill Holdco will thereby acquire control of Astound. Applicants state that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules⁶ and that a grant of the application will serve the public interest, convenience, and necessity.

Domestic Section 214 Application Filed for the Transfer of Control of Astound
Broadband, LLC, subsidiary of WaveDivision Holdings, LLC, to OH WDH Holdco,
LLC, WC Docket No. 12-158 (filed June 18, 2012).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before July 23, 2012**, and reply comments **on or before July 30, 2012**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁷

² Applicants state that the following individuals, all US citizens, are members of WaveDivision Capital, LLC: Stanley A. Roberts, Rebecca M. Roberts, David E. Roberts, Vicki J. Golden-Roberts, Steven B. Weed, Dick Kemp, John Staenberg, and Steve C. Friedman.

³ Applicants state that GI Wave UBTI-ECI Blocker, Inc., LLC, US citizenship, owns 17.3 percent of GI Wave Holdings, LLC, and GI Partners Fund III, LLP, US citizenship, owns 82.7 percent of GI Wave Holdings, LLC. They further state that equity in the GI Partners funds is held by numerous investors, none of which individually owns an indirect 10 percent or greater interest in Oak Hill Holdco. Supplement at 5 and Exhibit.

⁴ Applicants state that Mr. J. Taylor Crandall, a U.S. citizen, owns 100 percent of the interest in the revocable trust.

⁵ Applicants state that the equity in the Oak Hill funds is held by numerous, primarily U.S.-based investors, none of which individually owns 10 percent or more of the funds and that the aggregate non-U.S. based investment in these funds is below 15 percent.

⁶ 47 C.F.R. § 63.03(b)(2)(i).

⁷ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules.⁸ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Jodie May at (202) 418-0913 or Tracey Wilson at (202) 418-1394.

⁸ 47 C.F.R. §§ 1.1200 *et seq.*